



JOHN DEERE

John Deere Company
2001 Deere Drive
Conyers, Georgia 30013

Harold J. Norman, Jr.
Division Sales Manager

CERTIFIED MAIL
Return Receipt Requested

16 January 2009

Mr. Jack Jones
Richland Equipment Company, Inc.
P O Box 518
Centreville MS 39631

Dear Mr. Jones:

On 10 December 2008 Deere sent you a letter regarding our requirements for your improved market performance. In that letter, we referenced some provisions of your dealer agreement by the wrong section identifiers. Accordingly, please note the correct references to your dealer agreement below. Also, while we requested a business plan from you, and still encourage you to produce one, your dealer agreement does not require you to. Lastly, please note that your performance requirements for 2009 have not changed.

Market share data is a method of determining each dealer's performance relative to trade area potential. Richland Equipment Company, Inc.'s Area of Responsibility (AOR) market share performance must be improved. The Dealer Agreement provides that the dealer's appointment as a Dealer may be terminated if "Company believes the Dealer is not fulfilling the requirements of Dealer's appointment...". One of the requirements of your appointment as a John Deere dealer is based on Section I (d) of the Dealer Agreement "to achieve sales objectives and market penetration within the Dealer's AOR satisfactory to the Company...".

Last year we discussed your historical AOR market share, which was unacceptable. The established market share requirement for 2008 was 15.7% and you achieved 6.1%, which is below the established AOR market share requirement. As a requirement for continuation of the Dealer Agreement with Richland Equipment Company, Inc., you must improve your AOR market share in fiscal year 2009 to a minimum of 15.7%. Continued failure to achieve and maintain this market share requirement could result in termination of your appointment as a Dealer. We reserve the right to amend these minimum market share requirements as future conditions would deem appropriate. Subsequent to 2009, we will be increasing the AOR market share requirement until such time as you consistently perform at an acceptable level.

We want to assist and support your efforts to achieve the established market share objectives. Market share data is available on a monthly basis. We encourage you to periodically review your progress with your Territory Manager.

Sincerely,

Harold J. Norman

HJN/kch

